

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
:
Reorganized Debtors. : (Jointly Administered)
:
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AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On October 4, 2011, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the party listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Amended Joint Stipulation and Agreed Order Between Reorganized Debtors, Apple, Inc., Apple Computer International, and Hon Hai Precision Industry Company, Ltd. Allowing and Compromising Proof of Claim Number 16778 and Administrative Expense Claim Number 18902 (Apple, Inc., Apple Computer International, and Hon Hai Precision Industry Company, Ltd.) (Docket No. 21598) [a copy of which is attached hereto as Exhibit C]
- 2) Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunctions and Forty-Seventh Omnibus Claims Objection Order Against Averbukhs, (II) Directing the Averbukhs to Dismiss Maryland State Court Action Against Reorganized Debtors and (III) Denying the Averbukhs' Cross-Motion (Docket No. 21606) [a copy of which is attached hereto as Exhibit D]

On October 4, 2011, I caused to be served the document listed below upon the parties listed on Exhibit E hereto via postage pre-paid U.S. mail:

- 3) Amended Joint Stipulation and Agreed Order Between Reorganized Debtors, Apple, Inc., Apple Computer International, and Hon Hai Precision Industry Company, Ltd. Allowing and Compromising Proof of Claim Number 16778 and Administrative Expense Claim Number 18902 (Apple, Inc., Apple Computer

International, and Hon Hai Precision Industry Company, Ltd.) (Docket No. 21598)
[a copy of which is attached hereto as Exhibit C]

On October 4, 2011, I caused to be served the document listed below upon the parties listed on Exhibit F hereto via postage pre-paid U.S. mail:

- 4) Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunctions and Forty-Seventh Omnibus Claims Objection Order Against Averbukhs, (II) Directing the Averbukhs to Dismiss Maryland State Court Action Against Reorganized Debtors and (III) Denying the Averbukhs' Cross-Motion (Docket No. 21606) [a copy of which is attached hereto as Exhibit D]

Dated: October 7, 2011

/s/ Darlene Calderon

Darlene Calderon

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 7th day of October, 2011, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Aimee M. Parel

Commission Expires: 9/27/13

EXHIBIT A

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EXHIBIT C

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re)	Chapter 11
DPH HOLDINGS CORP., <i>et al.</i> ,)	Case No. 05-44481 (RDD)
)	Jointly Administered
Reorganized Debtors.)	

**AMENDED JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS, APPLE, INC., APPLE COMPUTER INTERNATIONAL,
AND HON HAI PRECISION INDUSTRY COMPANY, LTD. ALLOWING AND
COMPROMISING PROOF OF CLAIM NUMBER 16778
AND ADMINISTRATIVE EXPENSE CLAIM NUMBER 18902**

**(APPLE INC., APPLE COMPUTER INTERNATIONAL, AND
HON HAI PRECISION INDUSTRY COMPANY, LTD.)**

DPH Holdings Corp. ("DPH") and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Apple, Inc., Apple Computer International and Hon Hai Precision Industry Company, LTD (collectively, the "Claimant") submit this Amended Joint Stipulation And Agreed Order Between Reorganized Debtors, Apple, Inc., Apple Computer International, and Hon Hai Precision Industry Company, LTD. Allowing And Compromising Proof Of Claim Number 16778 And Administrative Expense Claim Number 18902, and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), predecessors of the Reorganized Debtors, filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1330, as then amended.

WHEREAS, Claimant filed a proof of claim in the captioned case on or about July 31, 2006 ("Claim 13926") seeking certain amounts arising from or relating to that certain Master Goods Agreement #C56-03-00459 dated as of May 1, 2004 (the "Master Goods Agreement") by and between Claimant and Debtors, pursuant to which Debtors supplied Claimant with certain goods.

WHEREAS, Claimant amended Claim 13926 on two occasions. First, on or about July 5, 2007, Claimant filed an amendment to Claim 13926, which, among other things, was designated as both proof of claim number 16622 ("Claim 16622") and proof of claim number 16624 on the claims register maintained by the Debtors ("Claim 16624," and together with Claim 16622, the "First Amended Claim"). On or about January 8, 2008, Claimant further amended its claim against Delphi by filing a second amended proof of claim, which was designated in the claims register as three distinct claims, claim number 16770 ("Claim 16770"), 16775 ("Claim 16775") and 16778 ("Claim 16778," and collectively with Claim 16770 and Claim 16775, the "Second Amended Claim").

WHEREAS, on February 15, 2008, the Debtors objected to Claim 13926, Claim 16622, Claim 16624, Claim 16770, and Claim 16775 pursuant to the Debtors' Twenty-Sixth Omnibus Objection Pursuant to 11 U.S.C. §502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate or Amended Claims, (B) Untimely Claims not Reflected on Debtors' Books and Records,

(C) Untimely Claims, and (D) Claims Subject to Modification and Modified Claim Asserting Reclamation (Docket No. 12686) (the “Twenty-Sixth Omnibus Claims Objection”).

WHEREAS, on March 13, 2008, to resolve the Twenty-Sixth Omnibus Claims Objection with respect to Claim 13926, Claim 16622, Claim 16624, Claim 16770, and Claim 16775, Claimant and Debtors entered into a Stipulation (the “Stipulation”), pursuant to which, among other things, Claimant and Debtors agreed that (a) each of Claim 13926, Claim 16622, Claim 16624, Claim 16770, and Claim 16775 would be disallowed and expunged in their entirety, (b) that Claim 16778 would remain on the Debtors’ claims register as the Second Amended Claim and be referenced as an amendment to Apple’s originally filed proof of claim (Claim 13296), which was filed prior to the bar date set for the filing of proofs of claims in this case, and therefore related back to the date Claim 13296 was filed, and (c) that Claim 16778 would remain subject to future objection by the Debtors and other parties-in-interest. The March Stipulation was approved by the Court on September 15, 2008 (Docket No. 14182).

WHEREAS, on or about July 15, 2009, Claimant filed an administrative expense claim in the amount of at least \$9,487,891.95 which was designated as Claim 18902 (“Administrative Expense Claim 18902”) which was based on the same contract and the same general set of facts and circumstances as Claim 16778.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on November 6, 2009, the Reorganized Debtors objected to Claim 16778 pursuant to the Reorganized Debtors' Thirty-Eighth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain (A) Equity Interests, (B) Books And Records Claims, (C) Untimely Claims, (D) Pension, Benefit, And OPEB Claims, And (E) Workers' Compensation Claims, And (II) Modify And Allow Certain Claims (Docket No. 19044) (the "Thirty-Eighth Omnibus Claims Objection").

WHEREAS, on December 3, 2009, Claimant filed a response to the Thirty-Eighth Omnibus Claims Objection (Docket No. 19145).

WHEREAS, on April 16, 2010 the Reorganized Debtors objected to Administrative Expense Claim 18902 pursuant to Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant to 11 U.S.C. §503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books and Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (Docket No. 19873) (the "Forty-Seventh Omnibus Claims Objection").

WHEREAS, on May 13, 2010 Claimant filed a response to the Forty-Seventh Omnibus Claims Objection (Docket No. 20050).

WHEREAS, the Reorganized Debtors have represented that there are no pending actions against the Claimant under chapter 5 of the Bankruptcy Code.

WHEREAS, to resolve the Thirty-Eighth Omnibus Claims Objection with respect to Claim 16778, to resolve the Forty-Seventh Omnibus Claims Objection with respect to Administrative Expense Claim 18902, and to resolve all other claims held by any of the Apple Releasing Parties (as defined below) against any of the Released Parties (as defined below), the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which, among other things, the Reorganized Debtors and the Claimant agreed that Claim 16778 should be allowed as a general, non-priority unsecured claim in the amount of \$3,000,000.00 and that Administrative Expense Claim 18902 should be allowed as an administrative claim in the amount of \$20,000.00 against DPH.

WHEREAS, on September 21, 2011 this Court signed the Joint Stipulation and Agreed Order Between Reorganized Debtors, Apple, Inc., Apple Computer International, And Hon Hai Precision Industry Company Ltd. Allowing And Compromising Proof of Claim Number 16778 And Administrative Expense Claim Number 18902 (Apple, Inc., Apple Computer International, and Hon Hai Precision Industry Company Ltd.) ("Joint Stipulation and Order") which was entered on September 22, 2011 (Docket No. 21589).

WHEREAS, paragraphs 2 and 4 of the Joint Stipulation and Order contain typographical errors which the parties wish to correct.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Claim 16778 shall be allowed as a general, non-priority unsecured claim in the amount of \$3,000,000.00 and payment shall be made to Claimant in the amount and at the time directed by the further order of this Court.

2. Administrative Expense Claim 18902 shall be allowed in the amount of \$20,000.00 and shall be treated as an allowed administrative claim against DPH in accordance with the terms of the Modified Plan.

3. Notwithstanding anything to the contrary in the Modified Plan, within 45 days of the Court entering this Stipulation on the Court's docket, DPH shall pay Claimant \$20,000.00 by issuing a check payable to Apple, Inc and mailed to the following address:

Apple, Inc.
Attention: Vi Tran
1880 Homestead Road
Cupertino, CA 95014

4. Allowance of Claim 16778 in the amount of \$3,000,000.00, allowance of Administrative Expense Claim 18902 (collectively, the "Claims"), and the payments called for by Paragraphs 1 and 3 are in full satisfaction of the Claims, and the Claimant releases and discharges Debtors and Reorganized Debtors from any other payments on the Claims.

5. Nothing herein shall be construed as an admission of liability on behalf of the Reorganized Debtors or Debtors with respect to any portion of the Claims.

6. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

Dated: Detroit, Michigan, September 20, 2011

AGREED TO AND APPROVED FOR ENTRY:

BUTZEL LONG, a professional corporation

By: /s/ Cynthia J. Haffey
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Attorneys for Apple Inc, Apple Computer
International, and Hon Hai Precision Industry
Company

SO ORDERED this 29th day of September, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re)	Chapter 11
DPH HOLDINGS CORP., <i>et al.</i> ,)	Case No. 05-44481 (RDD)
)	Jointly Administered
Reorganized Debtors.)	

**ORDER (I) ENFORCING MODIFICATION PROCEDURES ORDER,
MODIFIED PLAN AND PLAN MODIFICATION ORDER INJUNCTIONS AND
FORTY-SEVENTH OMNIBUS CLAIMS OBJECTION ORDER AGAINST
AVERBUKHS, (II) DIRECTING THE AVERBUKHS TO DISMISS MARYLAND
STATE COURT ACTION AGAINST REORGANIZED DEBTORS, AND (III) DENYING
THE
AVERBUKHS' CROSS-MOTION**

Upon the Reorganized Debtors' Motion for Order (I) Enforcing Modification Procedures Order, Modified Plan and Plan Modification Order Injunctions And Forty-Seventh Omnibus Claims Objection Order Against Averbukhs, As Plaintiffs, In Maryland State Court Wrongful Death Action; And (II) Directing Averbukhs To Dismiss Action To Recover Upon Discharged And Expunged Claim (the "Motion")¹, dated August 30, 2011, and the Cross-Motion for Relief (the "Cross-Motion") of Vladimir Averbukh, individually and as personal representative of Boris Averbukh's estate, and Aleksander Averbukh (the "Averbukhs"); and due and sufficient notice of the Motion and the Cross-Motion having been given and no other or further notice being necessary; and upon all of the pleadings filed in connection with the Motion and the Cross-Motion; and the Court having held a hearing on the Motion and the Cross-Motion and the objections thereto as reflected in the Proposed Forty-Eighth Claims Hearing Agenda (Docket No.

¹ Capitalized terms not defined in this order shall have the meanings ascribed to them in the Averbukh Injunction Motion and the Reorganized Debtors' Reply in support of the Motion.

21586);² and upon the record of the Hearing; and, after due deliberation and for the reasons stated by the Court in its bench ruling at the conclusion of the Hearing, the Court having determined to grant the Motion and deny the Cross Motion, the Court hereby FINDS AND CONCLUDES that

1. The claims asserted by the Averbukhs in the State Court Action are barred by (1) the Reorganized Debtors' discharge under Section 11.2 of the Plan and section 1141 of the Bankruptcy Code, (2) Paragraph 20 of the Plan Modification Order, (3) the permanent injunction set forth in Paragraph 22 of the Plan Modification Order, and (4) the May 2010 Order Disallowing Alla Averbukh's Claim (together "Orders"):

2. The State Court Action relates to an automobile accident occurring in 2007. Any claim against the Debtors arising out of that accident would be a postpetition, administrative expense claim.

3. This Court established an administrative claims bar date of July 15, 2009 for claims arising before June 1, 2009. The Plan Modification Order was entered July 20, 2009. The Reorganized Debtors had no knowledge of any Averbukh claim until September 2009, when Alla Averbukh submitted an Administrative Claim Request. The State Court Action was commenced in November 2009; the Reorganized Debtors had no knowledge of it until the complaint was served in January 2010. The Averbukhs thus were unknown claimants to the Debtors until September 2009 and, as such, the Reorganized Debtors needed to provide them only with notice of the Administrative Bar Date, the Plan and the Plan Modification Order that was reasonably calculated to reach unknown claimants, permit a reasonable time for a response

² The September 22, 2011 hearing on the Motion and the Averbukh Respondents' Cross-Motion will be referred to hereinafter as the "Hearing"; additionally, while not specifically enumerated in the Proposed Forty-Eight Hearing Agenda, the Reorganized Debtors filed a Reply in support of their Motion and Response to the Cross-Motion on September 21, 2011 (Docket No. 21587).

and reasonably convey all of the required information. Such notice may be made by publication.

Mullane v. Central Hanover Bank & Trust Co., 399 U.S. 306, 314, 317 (1950). *See also*

Daewoo International America Corp. Creditor Trust v. SSTS America Corp., 2003 U.S. Dist.

LEXIS 9802 * 7-10 (S.D.N.Y. June 9, 2003); *In re Thomson McKinnon Securities, Inc.*, 130

B.R. 717, 719-720 (Bankr. S.D.N.Y.); *In re J.A. Jones, Inc.*, 492 F.3d 242 (4th Cir. 2007);

Chemetron Corp. v. Jones, 72 F.3d 341, 346 (3rd Cir. 1995). The record is undisputed that the

Debtors provided proper publication notice to unknown claimants. Therefore, the Averbukhs

had sufficient notice of the time to file a claim based on the accident and are barred from

asserting such claim now by the Orders,

4. As an additional and alternate ground, this Court's May 2010 Order Disallowing Alla Averbukh's Claim binds each of the Averbukhs and bars the State Court Action. The State Court Action is brought pursuant to Maryland's wrongful death statute, Maryland Courts and Judicial Proceedings Code Ann. Section 3-904, (2011), subpart (f) of which provides, "Only one action under this subtitle lies in respect to the death of a person." The Court's disallowance of the Alla Averbukh administrative expense claim, combined with the operation of the Maryland statute, therefore gives rise to a statutory res judicata that bars the State Court Action.

5. Section 1144 of the Bankruptcy Code is an express exception to Bankruptcy Rule 9024 (which substantially incorporates Fed. R. Civ. P. 60). Pursuant to Section 1144, a party may seek revocation of a plan confirmation order only until 180 days after the entry of that order, and only if such order was procured by fraud. In their Cross-Motion, the Averbukhs do not allege that the Plan Modification Order was procured by fraud. Moreover, no grounds were raised by the Averbukhs for relief from the Administrative Claim Bar Date with the exception of the

asserted lack of notice, which the Court has found to be unsupported for the reasons set forth above

Accordingly, for the reasons stated above and as stated on the record at the Hearing, and after due deliberations thereon and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED that:

1. This Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334 and paragraph 56 of the Plan Modification Order. This is a core proceeding within the meaning of 28 U.S.C. § 157(b) in which the Court can enter a final order. This Court is the proper venue for this matter pursuant to 28 U.S.C. §§ 157 and 1409.

2. The Motion is granted.

3. The Cross-Motion is denied.

4. Alla Averbukh, Vladimir Averbukh, individually and as Personal Representative of the Estate of Boris Averbukh, and Aleksandr Averbukh are permanently enjoined from pursuing their claims against the Debtors and the Reorganized Debtors relating to the death of Boris Averbukh in the State Court Action or in any other forum.

5. The Averbukhs are ordered and directed to immediately dismiss with prejudice the State Court Action against the Debtors and Reorganized Debtors.

6. The entry of this Order is without prejudice to rights of the Reorganized Debtors to seek sanctions for violation of the Court's prior Orders.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this order.

Dated: White Plains, New York
October 4, 2011

/s/Robert D. Drain
U.S. BANKRUPTCY JUDGE

EXHIBIT E

Company	Contact	Address1	Address2	Address3	City	State	Zip
Apple Inc Apple Computer Intl Hon Hai Precision Industry Co Ltd	Evelyn Shimazaki	Senior Counsel	Apple Inc	1 Infinite Loop	Cupertino	CA	95014
Apple Inc Apple Computer Intl Hon Hai Precision Industry Co Ltd	Pillsbury Winthrop Shaw Pittman LLP	Philip S Warden Michael P Ellis	50 Fremont St		San Francisco	CA	94120
Apple Inc Apple Computer Intl Hon Hai Precision Industry Co Ltd	Pillsbury Winthrop Shaw Pittman LLP	Brandon R Johnson	1540 Broadway		New York	NY	10036

EXHIBIT F

Company	Contact	Address1	Address2	City	State	Zip
Aleksandr Averbukh		6994 Millbrook Park Apt 2D		Baltimore	MD	21215
Alla Averbukh		3 Russern Ct Apt 2-A		Baltimore	MD	21215
Bacon Thorton & Palmer LLP	Patricia M Thorton	Capital Office Park	6411 Ivy Lane Ste 500	Greenbelt	MD	20770
Ciardi Ciardi & Astin	Daniel K Astin Joseph J McMahon Jr	919 N Market St Ste 700		Wilmington	DE	19801
Ciardi Ciardi & Astin	Rick A Steinberg	100 Church St 8th Fl		New York	NY	10007
Enterprise Leasing Co	The Corporation Trust Inc.	300 E Lombard St Ste 1400		Baltimore	MD	21202
Enterprise Leasing Co		2 Research Pl		Rockville	MD	20850
Enterprise Rent A Car Co	CT Corporation System	120 S Central Ave		Clayton	MO	63105
Enterprise Rent A Car Co		600 Corporate Park Dr		St Louis	MO	63105
Law Offices of Alex Poberesky PA	Alex Poberesky	104 Church Ln Ste 100		Baltimore	MD	21208
O Conor Grant & Samuels	Marsha Krawtiz Samuels	401 Washington Ave Ste 400		Towson	MD	21204
Salsbury Clements Bekman Marder & Adkins LLC	Gregory G Hopper	300 W Pratt St Ste 450		Baltimore	MD	21201
The Kuhlman Law Firm LLC	Bradley D Kuhlman Chad C Lucas	1100 Main St Ste 2550		Kansas City	MO	64105
The Rockmont Motor Co	James M Hastings	305 Piping Rock Dr		Silver Spring	MD	20905
The Rockmont Motor Co		15301 Frederick Rd	PO Box 72	Rockville	MD	20850
Troutman Sanders	Jonathan Cohen	401 9th St NW Ste 1000		Washington	DC	20004
Vladimir Averbukh		6 Bridgeport Court Apt L2		Owings Mills	MD	21117-5368
Weltcheck Mallahan & Weltcheck LLC	Kristopher A Mallahan Robert J Weltcheck	2330 W Joppa Rd Ste 203		Lutherville	MD	21093